

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	Chapter 11
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MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:	Case No. 09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i> ,	:	
	:	(Jointly Administered)
Debtors.	:	
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**FIRST AMENDMENT TO STIPULATION AND AGREED SCHEDULING ORDER
REGARDING THE CONTESTED MATTER OF THE MOTORS LIQUIDATION
COMPANY GUC TRUST'S FIRST AMENDED OBJECTION TO CLAIMS FILED BY
GREEN HUNT WEDLAKE, INC. AND NOTEHOLDERS OF GENERAL MOTORS
NOVA SCOTIA FINANCE COMPANY AND MOTION FOR OTHER RELIEF
[DOCKET NO. 7859] AND ADVERSARY PROCEEDING NO. 12-09802**

Elliott Management Corporation, Fortress Investment Group LLC, and Morgan Stanley International, plc (each a “**Noteholder**” and collectively the “**Noteholders**”), Motors Liquidation Company GUC Trust (the “**GUC Trust**”), General Motors LLC (f/k/a General Motors Company) (on behalf of itself and its affiliate, General Motors of Canada Limited (individually and collectively, “**New GM**”)), and Green Hunt Wedlake, Inc., in its capacity as trustee for General Motors Nova Scotia Finance Company (the “**Nova Scotia Trustee**” and collectively with the Noteholders, the GUC Trust and New GM, the “**Parties**”) respectfully submit this First Amendment to Stipulation and Agreed Scheduling Order with respect to the GUC Trust’s First Amended Objection to Claims Filed by the Nova Scotia Trustee and the Noteholders [Docket No. 7859] (“**Objection**”) and the Adversary Proceeding No. 12-0902 (“**Adversary Proceeding**”) and state as follows:

1. The Court so ordered and entered the Stipulation and Agreed Scheduling Order Regarding the Contested Matter of the Motors Liquidation Company GUC Trust’s First

Amended Objection to Claims Filed by Green Hunt Wedlake, Inc. and Noteholders of General Motors Nova Scotia Finance Company and Motion for Other Relief [Docket No. 7859] and Adversary Proceeding No. 12-09802 on March 19, 2012 [Docket No. 11527] (“**Agreed Order**”).

2. In the Agreed Order, the Parties agreed that the close of fact discovery would occur on April 30, 2012.

3. In light of various Parties’ schedules and schedules of the witnesses, the Parties stipulate to extend the close of fact discovery to May 25, 2012 (except as noted below) for the sole purpose of taking the following depositions:

- a. A representative deponent of Kramer Levin Naftalis & Frankel LLP pursuant to Federal Rule of Civil Procedure 30(b)(6);
- b. Thomas Mayer of Kramer Levin Naftalis & Frankel LLP;
- c. A representative deponent of Weil, Gotshal & Manges LLP pursuant to Federal Rule of Civil Procedure 30(b)(6);
- d. Stephen Karotkin of Weil, Gotshal & Manges LLP;
- e. Maurita Sutedja, formerly of Old GM and New GM, whose deposition will be held on or before May 31, 2012;
- f. The continuation of the deposition of Larry Buonomo, formerly of Old GM and now of New GM;
- g. Dennis Prieto of Aurelius Capital Management, LLP (“Aurelius”) (subject to a reservation of rights by Aurelius to seek a protective order); and
- h. A representative deponent of Wilmington Trust Company (“WTC”) on the subject of “Facts and communications relating to the positions taken by Wilmington Trust, as Successor Indenture Trustee for the 7.95% Notes issued by Bowater Canada Finance Corp., in the AbitibiBowater Inc. bankruptcy case pending in the United States Bankruptcy Court for the District of Delaware, Case No. 09-11296 (KJC), in connection with the objection to the Wind-Up Claim or the Guarantee Claim filed therein” (subject to a reservation of rights by WTC to seek a protective order).

4. In addition, the Parties are working to resolve issues that have arisen during fact discovery and intend to address any unresolved issues with the Court on or before the May 15, 2012 Status Hearing (“**Status Hearing**”).

5. The Parties are also discussing an additional amendment to the Agreed Order regarding Expert Discovery and will present this anticipated amendment to the Court on or before the Status Hearing.

6. Nothing in this Stipulation and Agreed Order shall preclude any party from seeking an additional extension of time by agreement or by Order of the Court.

SO AGREED TO BY AND AMONG THE FOLLOWING:

/s/ Eric B. Fisher

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DATED: April 30, 2012

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DATED: April 30, 2012

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DATED: April 30, 2012

/s/ Scott Davidson

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DATED: April 30, 2012

IT IS SO ORDERED.

Dated: May 1, 2012

New York, New York

s/ Robert E. Gerber

United States Bankruptcy Judge